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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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**In re** :  
: **Chapter 11**  
**SEARS HOLDINGS CORPORATION, et al.,** :  
: **Case No. 18-\_\_\_\_\_ (RDD)**  
: **(Joint Administration Requested)**  
**Debtors.**<sup>1</sup> :  
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**NOTICE OF COMMENCEMENT OF  
CHAPTER 11 CASES AND AGENDA FOR FIRST DAY HEARING**

**PLEASE TAKE NOTICE** that on October 15, 2018 (the “**Commencement Date**”), Sears Holdings Corporation (“**SHC**”) and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), each filed a

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the Southern District of New York (White Plains Division) (the “**Bankruptcy Court**”).

**PLEASE TAKE FURTHER NOTICE** that a hearing (the “**First Day Hearing**”) has been scheduled for **October 15, 2018 at 2:00 p.m. (Prevailing Eastern Time)** before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York (White Plains Division), 300 Quarropas Street, White Plains, New York 10601.

**PLEASE TAKE FURTHER NOTICE** that an agenda with respect to the First Day Hearing is set forth below. Copies of each pleading identified below can be viewed and/or obtained by: (i) accessing the Court’s website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), (ii) contacting the Office of the Clerk of the Court at 300 Quarropas Street, Room 248, White Plains, New York 10601, or (iii) from the Debtors’ proposed notice and claims agent, Prime Clerk LLC (“**Prime Clerk**”), at <http://restructuring.primeclerk.com/sears> or by calling (844) 384-4460 (toll free) for U.S.-based parties; or +1 (929) 955-2419 for International parties or by e-mail at: [searsinfo@primeclerk.com](mailto:searsinfo@primeclerk.com). Note that a PACER password is needed to access documents on the Court’s website.

**AGENDA FOR OCTOBER 15, 2018 AT 2:00 P.M. FIRST DAY HEARING**

**I. Introduction:**

1. Introduction – Ray C. Schrock (Weil, Gotshal & Manges LLP)

**II. Motions and Applications to Be Heard at the First-Day Hearing:**

2. Motion of Debtors for Entry of Order Directing Joint Administration of Related Chapter 11 Cases
3. Debtors’ Motion for Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Certain Protections to Prepetition Secured Parties, and (D) Schedule Second Interim Hearing and Final Hearing
4. Motion of Debtors For Authority to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Ordinary Course Changes to Cash Management System, (III) Continue Intercompany Transactions, and (IV) Provide Administrative Expense Priority for Postpetition Intercompany Claims and Related Relief
5. Motion of Debtors for Entry of Order Implementing Certain Notice and Case Management Procedures
6. Motion of Debtors for Entry of an Order (I) Authorizing but Not Directing the Debtors To (A) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (B) Pay and Honor Employee Medical and Other Benefits, and (C) Continue Employee Benefits Programs, and (II) Granting Related Relief

7. Motion of Debtors for Authority to Pay Certain Prepetition Taxes and Fees
8. Motion of Debtors for Authority but Not Direction to (I) Continue and Maintain Their Insurance Policies, Workers' Compensation Programs, and Premium Financing Arrangements; (II) Honor All Insurance and Compensation Obligations; and (III) Pay Certain Workers' Compensation Obligations
9. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Certain Prepetition Obligations to Critical Vendors, (II) Approving Procedures to Address Vendors who Repudiate and Refuse to Honor Their Contractual Obligations to The Debtors, and (III) Granting Related Relief
10. Motion of Debtors for Interim and Final Authority to (I) Pay Prepetition Claims of (A) Shippers, Warehousemen, and Other Non-Merchandise Lien Claimants, and (B) Holders of PACA/PASA Claims, and (II) Confirm Administrative Expense Priority for Prepetition Order Delivered to the Debtors Postpetition and Satisfy Such Obligations in the Ordinary Course of Business
11. Motion of Debtors for Authority to (I) Maintain and Administer Prepetition Customer Programs, Promotions, and Practices, and (II) Pay and Honor Related Prepetition Obligations
12. Motion of Debtors for Authority to (I) Maintain Certain Trust Fund Programs, (II) Release Certain Funds Held in Trust, and (III) Continue to Perform and Honor Related Obligations
13. Motion of Debtors for Interim and Final Orders Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in, and Claims Against, the Debtors and Claiming a Worthless Stock Deduction
14. Motion of Debtors for Entry of Order Extending Time to File Schedules of Assets and Liabilities, Schedules of Contracts and Unexpired Leases, and Statement of Financial Affairs
15. Motion of Debtors for Entry of Order (I) Waiving the Requirement to (A) File List of Creditors (B) Prepare and File the List of Equity Security Holders and (C) Provide Equity Security Holders with the Notice of Commencement, and (II) Granting Debtors Authority to Establish Procedures for Notifying Creditors of Commencement of Chapter 11 Cases
16. Application of Debtors Pursuant to 11 U.S.C. § 105 (a), 28 U.S.C § 156(c), and Local Rule 5075-1 for an Order Appointing Prime Clerk LLC as Claims and Noticing Agent for the Debtors

**III. Related Pleadings:**

17. Declaration of Robert A. Riecker Pursuant to Rule 1007-2 of Local Bankruptcy Rules for Southern District of New York
18. Declaration of Brandon Aebersold in Support of Debtors' Motion for Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Certain Protections to Prepetition Secured Parties, (D) Obtain Approval of an Adequate Protection Stipulation, and (E) Schedule Second Interim Hearing and Final Hearing
19. Declaration of Mohsin Meghji in Support Of Debtors' Motion for Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Certain Protections to Prepetition Secured Parties, (D) Obtain Approval of an Adequate Protection Stipulation, and (E) Schedule Second Interim Hearing and Final Hearing
20. Debtors' Consolidated Corporate Ownership Statement

**IV. Motions to be Scheduled for Future Hearing Dates**

21. Motion of Debtors for Approval of (I) Procedures for Store Closing Sales and (II) Assumption of The Liquidation Consulting Agreement
22. Motion of Debtors for Entry of an Order Establishing Procedures for Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Property in Connection Therewith

23. Omnibus Motion of Debtors to Reject Certain Unexpired Leases and Related Subleases of Nonresidential Real Property and Abandonment of Property in Connection Therewith

Dated: October 15, 2018  
New York, New York

/s/ Ray C. Schrock P.C.  
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